

CSS INDUSTRIES INC
Form 4
February 27, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KURTZMAN ELLEN B

(Last) (First) (Middle)
1105 NORTH MARKET STREET

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CSS INDUSTRIES INC [CSS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock (\$.10 par value) | 12/13/2006 ⁽¹⁾ | | G ⁽¹⁾ | V 95,281 ⁽¹⁾ D \$ 0 0 | | I | By Farber Family Charitable Lead Annuity Trust ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 12/13/2006 ⁽²⁾ | | G ⁽²⁾ | V 27,019 ⁽²⁾ A \$ 0 27,019 | | I | By Trust FBO Ellen B. Kurtzman Under the 2002 Farber Children's |

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| | | | | | | | | | |
|---------------------------------------|---------------------------|------------------|---|------------------------------|---|----------|--------|---|--|
| Common Stock (\$.10 par value) | 12/13/2006 ⁽³⁾ | G ⁽³⁾ | V | <u>27,019</u> ⁽³⁾ | A | \$ 0 | 27,019 | I | Trusts Dated December 12, 2002 ⁽⁴⁾ By Trust FBO David M. Farber Under the 2002 Farber Children's Trusts Dated December 12, 2002 ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 02/23/2007 | S | | <u>1,000</u> ⁽⁵⁾ | D | \$ 36.85 | 39,800 | I | By Trust FBO Blake Robert Kurtzman ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 02/23/2007 | S | | <u>1,000</u> ⁽⁵⁾ | D | \$ 36.82 | 38,800 | I | By Trust FBO Blake Robert Kurtzman ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 02/23/2007 | S | | <u>3,000</u> ⁽⁵⁾ | D | \$ 36.75 | 35,800 | I | By Trust FBO Blake Robert Kurtzman ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 02/26/2007 | S | | <u>1,000</u> ⁽⁵⁾ | D | \$ 36.7 | 34,800 | I | By Trust FBO Blake Robert Kurtzman ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 02/26/2007 | S | | <u>1,000</u> ⁽⁵⁾ | D | \$ 36.8 | 33,800 | I | By Trust FBO Blake Robert Kurtzman ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 02/26/2007 | S | | <u>1,000</u> ⁽⁵⁾ | D | \$ 36.85 | 32,800 | I | By Trust FBO Blake Robert Kurtzman ⁽⁴⁾ |
| Common Stock (\$.10 par value) | 02/27/2007 | S | | <u>1,000</u> ⁽⁵⁾ | D | \$ 37 | 31,800 | I | By Trust FBO Blake Robert |

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| | | | | | | | | |
|--|------------|---|---------------------|---|----------|---------|---|---|
| value) | | | | | | | | Kurtzman (4) |
| Common Stock (\$.10 par value) | 02/23/2007 | S | <u>2,800</u> (5) | D | \$ 36.65 | 40,182 | I | By Trust FBO Kenneth Kurtzman (4) |
| Common Stock (\$.10 par value) | 02/23/2007 | S | <u>200</u> (5) | D | \$ 36.66 | 39,982 | I | By Trust FBO Kenneth Kurtzman |
| Common Stock (\$.10 par value) | 02/23/2007 | S | <u>1,800</u> (5) | D | \$ 36.7 | 38,182 | I | By Trust FBO Kenneth Kurtzman (4) |
| Common Stock (\$.10 par value) | 02/23/2007 | S | <u>200</u> (5) | D | \$ 36.71 | 37,982 | I | By Trust FBO Kenneth Kurtzman (4) |
| Common Stock (\$.10 par value) | 02/26/2007 | S | <u>1,000</u> (5) | D | \$ 36.7 | 36,982 | I | By Trust FBO Kenneth Kurtzman (4) |
| Common Stock (\$.10 par value) | 02/26/2007 | S | <u>1,000</u> (5) | D | \$ 36.8 | 35,982 | I | By Trust FBO Kenneth Kurtzman (4) |
| Common Stock (\$.10 par value) | 02/27/2007 | S | <u>1,000</u> (5) | D | \$ 37 | 34,982 | I | By Trust FBO Kenneth Kurtzman (4) |
| Common Stock (\$.10 par value) | | | | | | 66,732 | I | By Oliver Ernest Associates L.P. (4) |
| Common Stock (\$.10 par value) | | | | | | 565,151 | I | By Trust FBO Jack Farber (4) |
| Common Stock | | | | | | 749,250 | I | By 2003 Farber |

| | | | |
|---------------------------------|---------|---|---|
| Common Stock (\$0.10 par value) | 351,042 | I | Family Trust ⁽⁴⁾ |
| Common Stock (\$0.10 par value) | 750 | I | By Trust FBO Vivian Farber ⁽⁴⁾ |
| Common Stock (\$0.10 par value) | 83,667 | D | By Delv L.P. ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KURTZMAN ELLEN B 1105 NORTH MARKET STREET WILMINGTON, DE 19801 | | X | | |

Signatures

Michael A. Santivaschi, Attorney
in Fact

02/27/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects 41,243 shares donated to the Farber Family Foundation, a charitable foundation, 27,019 shares distributed to the Trust for the benefit of Ellen B. Kurtzman under the 2002 Farber Children's Trusts Dated December 13, 2002 and 27,019 shares distributed to the Trust for the benefit of David M. Farber under the 2002 Farber Children's Trusts Dated December 13, 2002.
 - (2) Reflects 27,019 shares distributed to the Trust for the benefit of Ellen B. Kurtzman Under the 2002 Farber Children's Trusts Dated December 13, 2002.
 - (3) Reflects 27,019 shares distributed to the Trust for the benefit of David M. Farber Under the 2002 Farber Children's Trusts Dated December 12, 2002.
 - (4) The reporting person disclaims beneficial ownership of these shares to the extent that she does not have a pecuniary interest in them.
 - (5) This sale was made pursuant to a plan intended to comply with Rule 10b5-1(c) previously adopted on February 21, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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